

**AMENDMENTS TO THE CLAIMS**

1. (Currently amended) A composition for thickening hydrophobic liquids comprising a smectite clay and an amphipathic copolymer comprising PEG-30 dipolyhydroxystearate, said smectite clay selected from the group consisting of bentonite, montmorillonite, saponite, hectorite, beidellite, stevensite, and mixtures thereof, and wherein the amphipathic copolymer, upon adsorption onto the smectite clay surface to form a surface-modified smectite clay, is able to modify the clay-surface in a manner such that the surface-modified smectite clay is capable of thickening a hydrophobic liquid to a Brookfield viscosity of ~~at least~~ 50,000 cps to 1,280,00 cps at 0.5 rpm of spindle speed, when dispersed in the hydrophobic liquid at a dosage of about 4% by weight of the hydrophobic liquid.
2. (Original) The composition of claim 1 further comprising a thickening aid.
3. (Original) The composition of claim 2 wherein the thickening aid is selected from the group consisting of propylene carbonate, hexylene glycol, ethanol, propylene glycol, butylene glycol, water, and mixtures thereof.
4. (Previously presented) The composition of claim 34 wherein the hydrophobic liquid comprises one or more nonpolar liquid having a dielectric constant of less than about 10.
5. (Previously presented) The composition of claim 34 wherein the hydrophobic liquid is selected from the group consisting of a silicone oil, a mineral oil, a liquid hydrocarbon, a petroleum-derived oil, an ester solvent, a vegetable oil, a flower oil, and mixtures thereof.
6. through 13. (Canceled).
14. (Previously presented) The composition of claim 34 comprising about 30% to about 90% of the hydrophobic liquid, about 0.5% to about 70% of the smectite clay, and about 0.025% to about 50% of the copolymer, by weight, of the composition.

15. (Original) The composition of claim 14 further comprising a thickening aid in an amount of about 0.025% to about 20%, by weight, of the composition.

16. (Original) The composition of claim 1 further comprising about 0.1% to about 50%, by weight, of the composition of at least one functional particulate material.

17. (Original) The composition of claim 16 wherein the functional particulate material is selected from the group consisting of titanium dioxide, mica, calcium carbonate, kaolinite clay, alumina, talc, zinc oxide, calcium sulfate, iron oxide, an organic pigment, and mixtures thereof.

18. (Previously presented) A method of producing the composition of claim 34 comprising dissolving the copolymer in the hydrophobic liquid, adding the smectite clay, then homogenizing the resulting slurry in a high shear mixer or an extruder.

19. through 33. (Canceled).

34. (Previously presented) The composition of claim 1 further comprising a hydrophobic liquid.

35. (Previously presented) The composition of claim 34 having a Brookfield viscosity at 0.5 rpm and 25°C of at least 5,000 centipoises when smectite clay is present in an amount of 3.4% by weight.

36. (Previously presented) The composition of claim 34 having a Brookfield viscosity at 0.5 rpm and 25°C of about 50,000 to about 1,325,000 centipoises when the smectite clay is present in an amount of 3.4% by weight.

37. (Previously presented) The method of claim 18 further comprising adding a thickening aid to the hydrophobic liquid.

38. (Previously presented) A composition for thickening hydrophobic liquids comprising a layered silicate material, surfaces of said layered silicate material modified by an amphipathic copolymer comprising BIS-PEG-15 Dimethicone/IPDI Copolymer.

39. (Previously presented) The composition of claim 38 further comprising a thickening aid.

40. (Previously presented) The composition of claim 39 wherein the thickening aid is selected from the group consisting of propylene carbonate, hexylene glycol, ethanol, propylene glycol, butylene glycol, water, and mixtures thereof.

41. (Previously presented) The composition of claim 38 further comprising a hydrophobic liquid.

42. (Canceled)

43. (Previously presented) The composition of claim 41 having a Brookfield viscosity at 0.5 rpm and 25°C of about 50,000 to about 1,320,000 centipoises when the layered silicate is present in an amount of 3.4% by weight.

44. (Previously presented) The composition of claim 41 wherein the hydrophobic liquid comprises one or more nonpolar liquid having a dielectric constant of less than about 10.

45. (Previously presented) The composition of claim 44 wherein the hydrophobic liquid is selected from the group consisting of a silicone oil, a mineral oil, a liquid hydrocarbon, a petroleum-derived oil, an ester solvent, a vegetable oil, a flower oil, and mixtures thereof.

46. (Previously presented) The composition of claim 38 wherein the layered silicate material comprises a smectite clay.

47. (Previously presented) The composition of claim 46 wherein the smectite clay is selected from the group consisting of bentonite, montmorillonite, saponite, hectorite, bidelite, stevensite, and mixtures thereof.

48. (Previously presented) The composition of claim 38 comprising about 30% to about 90% of the hydrophobic liquid, about 0.5% to about 70% of the layered silicate, and about 0.025% to about 50% of the copolymer, by weight, of the composition.

49. (Previously presented) The composition of claim 48 further comprising a thickening aid in an amount of about 0.025% to about 20%, by weight, of the composition.

50. (Previously presented) The composition of claim 38 further comprising about 0.1% to about 50%, by weight, of the composition of at least one functional particulate material.

51. (Previously presented) The composition of claim 50 wherein the functional particulate material is selected from the group consisting of titanium dioxide, mica, calcium carbonate, kaolinite clay, alumina, talc, zinc oxide, calcium sulfate, iron oxide, an organic pigment, and mixtures thereof.

52. (Previously presented) A method of producing the composition of claim 41 comprising dissolving the copolymer in the hydrophobic liquid, adding the layered silicate material, then homogenizing the resulting slurry in a high shear mixer or an extruder.

53. (Previously presented) The method of claim 52 further comprising adding a thickening aid to the hydrophobic liquid.

54. (New) The composition of claim 1, wherein said smectite clay is selected from the group consisting of bentonite, montmorillonite, saponite, beidellite, stevensite, and mixtures thereof.

55. (New) The composition of claim 46 wherein said smectite clay is selected from the group consisting of bentonite, montmorillonite, saponite, beidellite, stevensite, and mixtures thereof.